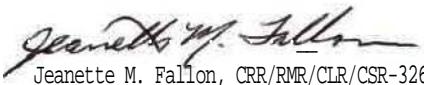


	Page 1	Page 3
1	IN THE UNITED STATES BANKRUPTCY COURT	1 APPEARANCES (continued):
2	EASTERN DISTRICT OF MICHIGAN	2
3	SOUTHERN DIVISION	3 LOWENSTEIN SANDLER LLP
4		4 By: Sharon L. Levine
5	In re Chapter 9	5 65 Livingston Avenue
6	CITY OF DETROIT, MICHIGAN, Case No. 13-53846	6 Roseland, NJ 07068
7	Debtor. Hon. Steven W. Rhodes	7 973.597.2374
8	_____ /	8 -and-
9	VIDEOTAPED DEPOSITION	9 AFSCME
10		10 By: Michael L. Artz
11	DEPONENT: KEVYN ORR	11 Tiffany Ricci
12	DATE: Monday, September 16, 2013	12 1101 17th Street, NW
13	TIME: 10:08 a.m.	13 Suite 900
14	LOCATION: MILLER CANFIELD PADDOCK & STONE PLC	14 Washington, D.C. 20036
15	150 West Jefferson, Suite 2500	15 202.775.5900
16	Detroit, Michigan	16 Appearing on behalf of AFSCME
17	REPORTER: Jeanette M. Fallon, CRR/RMR/CSR-3267	17
18		18 CLARK HILL PLC
19		19 By: Jennifer K. Green
20		20 500 Woodward Avenue, Suite 3500
21		21 Detroit, MI 48226
22		22 313.965.8274
23		23 Appearing on behalf of Retirement Systems
24		24
25		25
	Page 2	Page 4
1	APPEARANCES:	1 APPEARANCES (continued):
2		2
3	JONES DAY	3 WILLIAMS WILLIAMS RATTNER & PLUNKETT PC
4	By: Gregory M. Shumaker	4 By: Ernest J. Essad, Jr.
5	Dan T. Moss	5 380 N Old Woodward Ave Ste 300
6	51 Louisiana Avenue, NW	6 Birmingham, MI 48009
7	Washington, D.C. 20001.2113	7 248.642.0333
8	202.879.3939	8 Appearing on behalf of FGIC
9	Appearing on behalf of the Debtor	9
10		10 SIDLEY AUSTIN LLP
11	DENTONS	11 By: Guy S. Neal (appearing via LiveNote Streaming)
12	By: Anthony B. Ullman	12 1501 K St., NW
13	620 Fifth Avenue	13 Washington, D.C.
14	New York, NY 10020.2457	14 202.736.8000
15	212.632.8342	15 Appearing on behalf of National Public Finance
16	Appearing on behalf of Retirees Committee	16 Guarantee Corp.
17		17
18	COHEN WEISS AND SIMON LLP	18 WINSTON & STRAWN LLP
19	By: Peter D. DeChiara	19 By: Bianca M. Forde (appearing via LiveNote Streaming)
20	330 West 42nd Street	20 200 Park Avenue
21	New York, NY 10036.6979	21 New York, NY 10166.4193
22	212.356.0216	22 212.294.4733
23	Appearing on behalf of UAW	23 Appearing on behalf of Assured Guaranty Municipal
24		24 Corp.
25		25 ALSO PRESENT: Mark Meyers, videographer

<p>1 Q. Did I -- were you done?</p> <p>2 A. No, no, I was done, yeah.</p> <p>3 Q. Okay. And were your credentials presented that</p> <p>4 presented you as primarily as a bankruptcy lawyer?</p> <p>5 A. As primary as a bankruptcy and restructuring attorney,</p> <p>6 yes.</p> <p>7 Q. And was there any discussion specifically of the</p> <p>8 possibility of a Chapter 9 filing at this</p> <p>9 presentation?</p> <p>10 A. I don't think so. I don't recall -- I don't -- I</p> <p>11 don't -- I don't recall, and the reason I say I don't</p> <p>12 recall is there -- no, wait a minute. I don't know if</p> <p>13 there was a discussion about the City. There was a</p> <p>14 discussion about other Chapter 9 cases, other cities.</p> <p>15 Q. And what specifically do you recall being said about</p> <p>16 the Chapter 9 filings in the other cases? Let me put</p> <p>17 it this way. Did Jones Day refer to experience it had</p> <p>18 in doing other Chapter 9 filings?</p> <p>19 A. Yes, yes, various members of the team referred to that</p> <p>20 experience, yes.</p> <p>21 Q. And is it fair to say that the Chapter 9 experience</p> <p>22 was a substantial part of the pitch that Jones Day was</p> <p>23 making to this committee?</p> <p>24 A. No.</p> <p>25 MR. SHUMAKER: Object to the form.</p>	<p>Page 21</p>	<p>Page 23</p>
<p>1 A. No, it was a component of the presentation.</p> <p>2 Q. That -- you said there was a written presentation or</p> <p>3 written material?</p> <p>4 A. There was a book, yes, there were written materials.</p> <p>5 Q. And do you know whether that's been produced?</p> <p>6 A. I do not.</p> <p>7 MR. ULLMAN: I would like to call for the</p> <p>8 production of that, please.</p> <p>9 MR. SHUMAKER: We'll look into it. I would</p> <p>10 ask here that if you're going to ask for documents</p> <p>11 throughout the deposition, that you follow-up with a</p> <p>12 letter and email.</p> <p>13 MR. ULLMAN: Sure.</p> <p>14 Q. And do you recall whether there was any discussion at</p> <p>15 this presentation as to the major problems that were</p> <p>16 facing Detroit at the time?</p> <p>17 A. I think there were discussions about Detroit's issues,</p> <p>18 various issues at the time, yes.</p> <p>19 Q. And do you recall any discussion about the issues that</p> <p>20 Detroit was facing regarding its pension liabilities?</p> <p>21 A. I don't recall specific discussions and -- no, I don't</p> <p>22 recall specific discussions but there may have been.</p> <p>23 Q. Okay. And the same question for retirement benefits</p> <p>24 in general apart from pension benefits. Do you recall</p> <p>25 any discussion of that?</p>	<p>Page 22</p>	<p>Page 24</p>

<p>1 be given acknowledgment for the success. Further, it 2 might give me the ability to come back to the firm and 3 make up for the time that I'd lose if I did this job.</p> <p>4 Q. The job being the Emergency Manager job?</p> <p>5 A. Yes.</p> <p>6 Q. Okay. Now, in the next email that's going up the 7 chain that is on the first page you say you wouldn't 8 do it.</p> <p>9 A. Yes.</p> <p>10 Q. And when you say you wouldn't do it, again, do you 11 have -- what is the it that's being referred to? So 12 far no one's ever really identified what nationalizing 13 meant.</p> <p>14 A. I'm telling you what I can think, what I meant by this 15 writing.</p> <p>16 Q. Okay.</p> <p>17 A. What I meant was I wouldn't necessarily make it a 18 national issue and I think I say it would just bring 19 in the Demo/Republican polarization on a national 20 scale and make Detroit a fall for the agendas of both 21 sides, meaning that people would try to use it as an 22 allegory for whatever their particular perception was. 23 I go on to say that the president would have to 24 criticize the trampling of democracy, and that's been 25 done here, not by the president I might add, and the</p>	<p>Page 37</p> <p>1 filing? 2 A. Yes. 3 Q. And was this something that you discussed specifically 4 with Mr. Moss? 5 A. We probably did. 6 Q. Okay. And did you discuss the possibility -- so at 7 this point it was understood that one possibility, one 8 potential route of action, would be to file a Chapter 9 for Detroit if you took the Emergency Manager job; 10 is that right? 11 A. Yeah, I think that since we have been reviewing 12 background information on Detroit and the possibility 13 of a Chapter 9 filing had been mentioned in 2005, 14 2006, 2009, 2011, 2012, up until this point, in fact I 15 think it was, as I said, I testified earlier this 16 morning, the possibility of Chapter 9s in other cities 17 have been discussed, that the issue of a potential 18 Chapter 9 filing for the City of Detroit was not a 19 particularly surprising discussion. That had been 20 discussed on many levels in the national press, in the 21 local press, it had been recommended by a prior -- in 22 2005 I think it was recommended by a prior employee -- 23 senior employee of the City, so I think that 24 discussion was the typical type of discussion that 25 you'd have with your colleagues.</p>
<p>1 Republicans would rail against any further federal 2 bailouts and that's been said, plus if the feds did 3 anything for Detroit, a number of other municipals 4 would have their hands out at a time when no one's in 5 the mood to dole out federal largess. I think I go on 6 to say this is a morass of problems. 7 So my thought was there, to be clear, that 8 I did not think it, meaning to try to give the issues 9 of Detroit national prominence, was particularly 10 productive.</p> <p>11 Q. Now, in the top email you write -- or I'm sorry, 12 Mr. Moss writes back to you and in the second 13 paragraph he goes on to say, it seems the ideal 14 scenario would be that Snyder and Bing both agree that 15 the best option is simply to go through an orderly 16 Chapter 9. And then he goes on to say that that 17 avoids a political fight over the scope of any 18 appointed Emergency Manager, moves the ball forward. 19 And then he goes on to say, appointing Emergency 20 Manager whose ability to actually do anything is 21 questionable, would only serve to kick the can down 22 the wrong path.</p> <p>23 A. Yes.</p> <p>24 Q. And can you tell me -- obviously this is -- Mr. Moss 25 here is referring to the possibility of a Chapter 9</p>	<p>Page 38</p> <p>1 Q. And were you in fact at this time having those types 2 of discussions with your colleagues at Jones Day as to 3 the possibilities of a Chapter 9 filing if you took 4 the Emergency Manager job and how that would be 5 implemented? 6 A. Yes, but I don't want to give you the wrong impression 7 because I think based upon what I've seen from some of 8 the briefing and some of the interrogatories the 9 impression is that that was predetermined and that's 10 not true. The reality is there was much discussion 11 about what the alternatives would be and the need to 12 bring something that would bring order and efficiency 13 to the process given the number of interests that were 14 involved. 15 Q. But it was certainly one of the possibilities that was 16 on the table as a course that might need to be 17 followed; is that right? 18 A. Oh, sure, it had been discussed for the better part of 19 the prior decade. 20 Q. And in fact, Mr. Moss is recommending the simplest 21 thing, the best option would be to have the -- Snyder 22 and Bing, the mayor and the governor, both agree to go 23 through an orderly Chapter 9? 24 MR. SHUMAKER: Object to form, calls for speculation. 25</p>

<p>1 Q. Are you saying --</p> <p>2 A. The following week, yes.</p> <p>3 Q. When you say one of those meetings, are you sure you</p> <p>4 attended June 14th?</p> <p>5 A. No, no, no, when I say one, I mean one of the</p> <p>6 subsequent. I'm sure I attended June 14th. June 10th</p> <p>7 was Monday, June 14th was Friday, my public meeting</p> <p>8 was Monday, June 14th was the all creditors meeting.</p> <p>9 There was subsequent due diligence meetings the</p> <p>10 following week and I recall attending at least one of</p> <p>11 those that week. That was the those I was referring</p> <p>12 to.</p> <p>13 Q. I'm a little confused. Are you sure you attended June</p> <p>14 14th?</p> <p>15 A. Yes.</p> <p>16 Q. Okay. So do you recall whether you attended June</p> <p>17 20th?</p> <p>18 A. I think I did, but I don't recall.</p> <p>19 Q. Okay. What about July 11th?</p> <p>20 A. I don't recall.</p> <p>21 Q. Okay. So I already asked you about whether at the</p> <p>22 June 14th meeting you said anything to the effect of</p> <p>23 that this was not a negotiation. Let me ask you the</p> <p>24 same question for the June 20th and July 11th. Do you</p> <p>25 recall at that -- at those meetings saying anything to</p>	<p>Page 261</p> <p>1 A. Yes, I believe so.</p> <p>2 Q. Okay. And some of those individuals spoke?</p> <p>3 A. Yes.</p> <p>4 Q. Okay. Do you recall whether at any of those meetings</p> <p>5 that you attended whether any of the other individuals</p> <p>6 who were there on behalf of the City said words to the</p> <p>7 effect of this is not a negotiation?</p> <p>8 A. Do I recall? No.</p> <p>9 Q. At the June 20th meeting, is it true that the</p> <p>10 attendees, and by the attendees I mean the people who</p> <p>11 were not there on behalf of the City but the other</p> <p>12 people, that in order to be heard they needed to fill</p> <p>13 out a card and submit the card to someone who was</p> <p>14 running the meeting? Is that how things worked?</p> <p>15 A. Where was the June 20th meeting?</p> <p>16 Q. I don't know.</p> <p>17 A. I -- I know at my June 10th meeting that we had</p> <p>18 speakers. I don't recall. I don't recall June 20.</p> <p>19 Q. Let me clarify. Let's talk about the June 14th</p> <p>20 meeting, the one you're sure you attended.</p> <p>21 A. Right.</p> <p>22 Q. Was there a system in place at that meeting where for</p> <p>23 an attendee to be heard he or she had to write -- fill</p> <p>24 out a card and submit it?</p> <p>25 A. Yes, I believe so.</p>
<p>1 the effect of this is not a negotiation?</p> <p>2 A. I may have. As I've said several times today, you</p> <p>3 know, bargaining negotiations is suspended for five</p> <p>4 years so I may have said that, but I don't recall.</p> <p>5 Q. And again, if there were witnesses who testified they</p> <p>6 heard you say that at one or more of these meetings,</p> <p>7 would you be in a position to deny that?</p> <p>8 A. I don't know if I would deny it or if I would confirm</p> <p>9 it. I mean, their recollection of what was said could</p> <p>10 be different than mine or what they heard.</p> <p>11 Q. Did you attend a meeting on July 10th with creditors?</p> <p>12 A. I may have.</p> <p>13 Q. Same question for July 10th. Do you recall saying</p> <p>14 anything to the effect that that meeting was not a</p> <p>15 negotiation?</p> <p>16 A. I think I generally, when I would go to these</p> <p>17 meetings, say we're having discussions and exchange,</p> <p>18 but I would try -- if I said this is not a</p> <p>19 negotiation, I would try to make sure that I did not</p> <p>20 waive the suspension of bargaining under 436, so I may</p> <p>21 have said that, yes.</p> <p>22 Q. You may have said what?</p> <p>23 A. This is not a negotiation, yeah, I may have said that.</p> <p>24 Q. Okay. Apart from you there were others who attended</p> <p>25 those meetings on behalf of the City; correct?</p>	<p>Page 262</p> <p>1 Q. Okay, and describe how -- how did that -- what was</p> <p>2 that process, how did that work?</p> <p>3 A. That process was arranged by my staff. My</p> <p>4 understanding is that if people wanted to speak, they</p> <p>5 could fill out a card and a question would be asked</p> <p>6 and members who were on the DS on the panel would</p> <p>7 answer the question.</p> <p>8 Q. Who would read out the card?</p> <p>9 A. Initially it was the -- someone I believe on my staff</p> <p>10 or some of my consultant's staff, but toward the end</p> <p>11 of the meeting people just started asking questions</p> <p>12 outright.</p> <p>13 Q. Did -- that same process of attendees having to fill</p> <p>14 out a card, did that occur at any of the other</p> <p>15 meetings? And by the other meetings I mean either</p> <p>16 June 20th, July 10th or July 11th?</p> <p>17 A. I don't recall.</p> <p>18 Q. It may have?</p> <p>19 A. It may have, but I don't recall.</p> <p>20 Q. Okay. Have you ever in your career as an attorney</p> <p>21 attended a negotiation session of any kind?</p> <p>22 A. Yes.</p> <p>23 Q. Have you ever been at a negotiation session where one</p> <p>24 side or the other has to fill out a card and have it</p> <p>25 read by someone else to be heard?</p>

<p>1 pursuant to my contract and in fact I have not been 2 seeking any benefits under that contract such as 3 commuting expense, healthcare, malpractice insurance, 4 directors and officers insurance. In fact, I've been 5 subsidizing my efforts out of my own pocket.</p> <p>6 MS. GREEN: If that situation changes and 7 private funds are provided, I would request a standing 8 request for supplementation to be made aware if that 9 happens.</p> <p>10 MR. SHUMAKER: I'm sure --</p> <p>11 MS. GREEN: I'm directing that to your 12 counsel. You don't have to personally let me know.</p> <p>13 MR. SHUMAKER: We'll look into that if that 14 would happen.</p> <p>15 MS. GREEN: I appreciate that.</p> <p>16 THE WITNESS: I have not asked and there is 17 no intent or expectation in that regard.</p> <p>18 Q. The -- I have one last question.</p> <p>19 We talked about the draft of the petition 20 being prepared by Jones Day. There were media reports 21 that the City was planning to file on Friday, July 22 19th. Do you recall seeing those?</p> <p>23 A. Yes.</p> <p>24 Q. What was it that made the City -- that prompted the 25 City to file them instead on July 18th at 4:06 p.m.?</p>	<p>Page 301 1 counsel present? 2 A. No. 3 Q. And are you not willing to answer even what topics -- 4 in broad categories of topics that were discussed? 5 MR. SHUMAKER: Again, to the extent that 6 they reveal what the communications are, I'm going to 7 instruct him not to answer. 8 Q. Do you know if anyone else from your team had 9 conversations, outside of conversations with counsel, 10 relating to the timing of the filing? 11 A. There may have been conversations. I'm not aware of 12 any specific ones. 13 MS. GREEN: I don't have any further 14 questions. Do you have follow-up? 15 MR. SHUMAKER: Thank you, counsel. 16 THE VIDEOGRAPHER: This concludes the 17 deposition and we're going off the record at 6:12 p.m. 18 (Deposition adjourned at 6:12 p.m.) 19 * * * 20 21 22 23 24 25</p>
<p>1 A. Counselor, just because they're media reports doesn't 2 mean that that was accurate.</p> <p>3 Q. Was there ever a plan to file them on the 19th? 4 Setting aside what the media reported, was there a 5 plan to file them on the 19th?</p> <p>6 A. No, my plan was to have the permission, the authority, 7 to file them and make that call at some point after I 8 transmitted my letter of July 16.</p> <p>9 Q. Were any of your conversations on the 18th or the 17th 10 relating to the timing of the petition?</p> <p>11 A. Outside of communications with counsel?</p> <p>12 MR. SHUMAKER: I'm going to object to the 13 form just -- I'm not following your question, 14 counselor.</p> <p>15 Q. Were any of the conversations that you had on the 17th 16 or the 18th with, for instance, the governor, we've 17 talked about these conversations, were any of those 18 conversations relating to the timing of the filing 19 itself?</p> <p>20 MR. SHUMAKER: Again, to the extent that 21 you're going to go into the content of the 22 conversations where counsel was present between 23 Mr. Orr and the governor, I'm going to instruct him 24 not to answer.</p> <p>25 Q. Were there any conversations that you had without</p>	<p>Page 302 1 State of Michigan) 2 County of Genesee) 3 Certificate of Notary Public 4 I certify that this transcript is a complete, true and 5 correct record of the testimony of the witness held in this 6 case. 7 I also certify that prior to taking this deposition, 8 the witness was duly sworn or affirmed to tell the truth. 9 I further certify that I am not a relative or an 10 employee of or an attorney for a party; and that I am not 11 financially interested, directly or indirectly, in the 12 matter. 13 WITNESS my hand this 19th day of September, 14 2013. 15 16 17 18 19 20 21 22 23 24 25</p> <p> Jeanette M. Fallon, CRR/RMR/CLR/CSR-3267 Certified Realtime Reporter Registered Merit Reporter Certified LiveNote Reporter Certified Shorthand Reporter Notary Public, Genesee, Michigan Acting in Oakland County, Michigan My Commission Expires: 9-19-18</p>

	Page 308	Page 310
1	UNITED STATES BANKRUPTCY COURT	1 APPEARANCES:
2	EASTERN DISTRICT OF MICHIGAN	2
3	SOUTHERN DIVISION	3 JONES DAY
4	-----X	4 For the Debtor:
5	IN RE) Chapter 9	5 51 Louisiana Avenue, Northwest
6	CITY OF DETROIT, MICHIGAN,) Case No. 13-53846	6 Washington, D.C. 20001-2113
7	Debtor.) Hon. Steven W. Rhodes	7 202.879.3939
8	-----X	8 BY: GREGORY M. SHUMAKER, ESQUIRE
9		9 gshumaker@jonesday.com
10		10 BY: DAN T. MOSS, ESQUIRE
11	CONTINUED VIDEOTAPED DEPOSITION of	11 dtmoss@jonesday.com
12	KEYVN D. ORR	12
13	Volume II	13 DENTONS US LLP
14	Washington, D.C.	14 For the Retirees Committee:
15	Friday, October 4, 2013	15 1221 Avenue of the Americas
16		16 New York, New York 10020-1089
17		17 212.632.8342
18	Pages: 308 - 496	18 BY: ANTHONY B. ULLMAN, ESQUIRE
19	Reported by: Cindy L. Sebo, RMR, CSR, RPR, CRR,	19 anthony.ullman@dentons.com
20	CCR, CLR, RSA	20
21	Assignment Number: 14008	21
22	File Number: 105824	22
	Page 309	Page 311
1	October 4, 2013	1 APPEARANCES (Continued):
2	11:11 a.m.	2
3		3 LOWENSTEIN SANDLER LLP
4		4 For the AFSCME:
5	Continued Videotaped Deposition of KEYVN D.	5 65 Livingston Avenue
6	ORR held at the law offices of:	6 Roseland, New Jersey 07068
7		7 973.597.2374
8		8 BY: SHARON L. LEVINE, ESQUIRE
9	Jones Day	9 slevine@lowenstein.com
10	51 Louisiana Avenue, Northwest	10
11	Washington, D.C. 20001	11 COHEN, WEISS AND SIMON LLP
12		12 For the United Auto Workers Union:
13		13 330 West 42nd Street
14		14 New York, New York 10036-6979
15		15 212.356.0216
16	Pursuant to notice, before Cindy L. Sebo,	16 BY: PETER D. DECHIARA, ESQUIRE
17	Registered Merit Reporter, Certified Shorthand	17 pdechiara@cwsny.com
18	Reporter, Registered Professional Reporter,	18
19	Certified Real-Time Reporter, Certified Court	19
20	Reporter, Certified LiveNote Reporter, Real-Time	20
21	Systems Administrator, a Notary Public in and for	21
22	the District of Columbia.	22

<p>1 ASME's motion, so I'm not even certain that it's 2 proper that Mr. Ullman be asking questions. 3 Secondly, this is -- Mr. Ullman can 4 identify it, but this document is the Jones Day 5 presentation to the City of Detroit on January 6 29th, 2013. 7 I don't see how that funnels into the 8 request that was made to Judge Rolls -- Rhodes 9 regarding three hours of deposition testimony 10 concerning Mr. Orr's communications with State 11 officials in the presence of legal counsel since 12 his appointment as emergency manager. 13 That said, this document was produced 14 after the deposition, and I'm going to let you go 15 into it. But I am going to say -- 16 MR. ULLMAN: I -- 17 MR. SHUMAKER: -- within reason -- 18 MR. ULLMAN: -- I don't -- I don't 19 intend to dwell very long on it -- 20 MR. SHUMAKER: Okay. 21 MR. ULLMAN: -- and I appreciate your 22 recognition. This was produced after the last</p>	<p>Page 360 1 time; is that correct? 2 A. Yes, when I said the end of January. 3 It's commonly referred to as a "pitch book." 4 Q. Okay. And you -- you were part of 5 the Jones Day team, and your picture appears on 6 Page 3 of this document; is that right? 7 A. Yes, I was part of the presentation 8 team, yes. 9 Q. Okay. And did you have any role in 10 the preparation of this document? 11 A. Yes. I mean, it -- it was a 12 collaborative effort from a number of different 13 attorneys in the Jones Day law firm, but I was 14 involved in that process as well. 15 Q. Okay. And did you review the 16 document -- can we refer to this as the pitch 17 book? 18 A. Yes. 19 Q. Okay. Did you -- did you review the 20 pitch book, Exhibit 21, before it -- before the 21 presentation? 22 A. Yes.</p>
<p>1 deposition. 2 BY MR. ULLMAN: 3 Q. Okay. Mr. -- 4 THE COURT REPORTER: I have to mark 5 it there first. 6 BY MR. ULLMAN: 7 Q. Okay. Mr. Orr, what we've marked as 8 Exhibit 21 is entitled, Presentation to the City 9 of Detroit; Detroit, Michigan, January 29, 2013 10 from Jones Day. 11 Can you identify this document for 12 me, Mr. Orr? 13 A. Yes. 14 Q. Okay. And what is it, please? 15 A. I believe it's a slide deck 16 presentation to the City of Detroit for a -- in 17 response to a solicitation the firm received for 18 representation regarding potential restructuring 19 work on behalf of the City dated January 29th, 20 2013 marked confidential. 21 Q. Okay. And this is in connection with 22 the presentation that you testified about last</p>	<p>Page 361 Page 363 1 Q. Okay. And I just note -- I'm not 2 going to go into my particular specifics here, but 3 if, for example, just picking one, if you look at 4 Page 18, there's what's called Speaker Notes, 5 which -- I assume this was a PowerPoint 6 presentation, so someone would be talking -- 7 speaking orally as a slide goes on the screen; is 8 that right? 9 A. Well, it was -- it -- it -- it -- it 10 could have been a PowerPoint. As I recall, we did 11 not -- there weren't PowerPoint capabilities, so 12 we intended to work off the document -- 13 Q. Um-hum. 14 A. -- but the discussion, within a 15 minute or two, veered away from the document and 16 more was a dialogue, so . . . 17 Q. Okay. So what we have as Exhibit 21 18 was the -- the internal -- at least was this 19 internal version of the pitch book; in other 20 words, were there speaker notes? 21 A. Yes, were the speaker -- this -- 22 the -- the speaker notes were not presented to --</p>

<p>1 Q. That's -- 2 A. -- the review team. 3 Q. -- that's what I wanted to clarify. 4 A. Yes. 5 Q. Okay. And when you say that you 6 reviewed the document before -- before it went out 7 in its final form to the -- to the people you were 8 pitching to at the meeting, you know, with the 9 City, you reviewed the speaker notes as well? 10 A. Mr. Ullman, to be honest, I -- I 11 reviewed -- I can't be -- this document was not 12 generated solely by me -- 13 Q. I understand. 14 A. -- it was generated by a team effort. 15 I think I reviewed a number of 16 different drafts of the document. I'm not -- I -- 17 I believe I reviewed the final draft of the pitch 18 book that went out. I am not sure I reviewed the 19 final draft of the draft of the speaker notes, 20 because at that time, I think I was involved in 21 the actual mediation of another matter. So I was 22 doing this in between some other matters.</p>	Page 364	<p>1 who should be on the team, who should be on the 2 representation team, what -- what potential legal 3 services might be necessary. 4 And, for instance, at the back, you 5 have team members, things along those lines, 6 but -- but there was no specific section that was 7 dedicated solely to me. 8 Q. Okay. I'm not asking whether it was 9 dedicated solely to you, but whether you had 10 primary responsibility for preparing. 11 A. No. 12 Q. Okay. 13 A. No. 14 Q. And I think you indicated that the 15 slides themselves were given over to the City at 16 the meeting or -- was it the City or the State? 17 I'm trying to remember, did you -- 18 A. It -- it was a review team composed 19 of I think -- 20 Q. Buckfire was there? 21 A. -- the -- the investment bankers were 22 there --</p>
<p>1 But generally speaking, I'm familiar 2 with this document. 3 Q. Okay. And was there -- was there 4 anything in the document that you disagreed with? 5 MR. SHUMAKER: Object to the form. 6 THE WITNESS: Without reviewing it 7 today, generally speaking, no. 8 BY MR. ULLMAN: 9 Q. Okay. And can you tell me were there 10 any particular portions of Exhibit 21 that you had 11 primary responsibility for preparing? 12 A. No. The -- the document evolved 13 through -- as you are probably familiar with the 14 pitch books for attorneys seeking legal work, the 15 document evolves as you go through it, a number of 16 conversations, e-mails with a number of different 17 sources. 18 I don't recall being -- I don't 19 recall looking at this document and saying, oh, I 20 only did Pages 23 through 23 [verbatim], for 21 instance. I may have commented and edited 22 different pages. I may have made suggestions on</p>	Page 365	<p>1 Q. Yeah. 2 A. -- for the City who had been 3 retained, the City representatives were there and 4 the State representatives were there. 5 Q. Okay. I'll talk -- call that the -- 6 the review team -- 7 A. Review team -- 8 Q. -- is that the term you like? 9 Okay -- 10 A. -- yeah. 11 Q. -- so as I understand what you're 12 saying, the -- the -- the slides themselves were 13 present -- given over to the review team as a -- 14 a -- a bound -- 15 A. Yes. 16 Q. -- volume or attached in some way? 17 A. Yes, the -- the -- the slide deck as 18 the pitch book was given to the review team. 19 Q. Okay. And then, at the presentation, 20 were -- how did that work? Did you -- did people 21 sort of go through the slides orally and then -- 22 and -- and make comments as they were going</p>